

ZIPREALTY, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSES:

The purposes of the Compensation Committee of the Board of Directors (the “**Board**”) of ZipRealty, Inc. (the “**Company**”) are to:

- Provide oversight of the Company’s compensation policies, plans and benefits programs;
- Assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company’s Chief Executive Officer (the “**CEO**”) and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended), and (ii) approving and evaluating the executive officer compensation plans, policies and programs of the Company;
- Review and make recommendations to the Board relating to compensation to be provided to members of the Board; and
- Assist the Board in administering the Company’s equity compensation plans for its executive officers and employees.

In addition, the Compensation Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

STATEMENT OF PHILOSOPHY:

The policy of the Compensation Committee is to maximize stockholder value over time. The primary goal of the Company’s Compensation Committee and its executive compensation program is therefore to closely align the interests of the executive officers with those of the Company’s stockholders. To achieve this goal the Compensation Committee attempts (i) to offer compensation opportunities that attract and retain executives whose abilities are critical to the long-term success of the Company, motivate individuals to perform at their highest level and reward outstanding achievement, (ii) to maintain a significant portion of the executive’s total compensation at risk, tied to achievement of financial, organizational and management performance goals, and (iii) to encourage executives to manage from the perspective of owners with an equity stake in the Company.

MEMBERSHIP:

The Compensation Committee will be appointed by, and will serve at the discretion of, the Board. The Compensation Committee will consist of at least two members of the Board. Members of the Compensation Committee must meet the following criteria:

- When applicable, the independence requirements of NASD Marketplace Rule 4200, as amended;
- The “non-employee director” definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended; and
- The “outside director” definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Board shall annually appoint the members of the Compensation Committee and the Chair of the Compensation Committee, which appointment shall be effective immediately following the Company’s annual meeting of stockholders, unless otherwise indicated.

RESPONSIBILITIES:

The responsibilities of the Compensation Committee will include the following:

- The Compensation Committee shall annually review and approve for the CEO and other executive officers of the Company (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation, compensation policies or arrangements. In reviewing and approving such matters, the Compensation Committee shall consider such matters as it deems appropriate, including the Company’s financial and operating performance, the alignment of the interests of the executive officers and the Company’s stockholders, the performance of the Company’s common stock and the Company’s ability to attract and retained qualified individuals.
- The Compensation Committee shall annually review and make recommendations to the Board regarding the compensation policy for such other officers of the Company as directed by the Board.
- The Compensation Committee shall annually review and make recommendations to the Board regarding general compensation goals and guidelines for the Company’s employees and the criteria by which bonuses to the Company’s employees are determined.
- The Compensation Committee shall prepare a report (to be included in the Company’s proxy statement) which describes: (a) the criteria on which compensation paid to the CEO for the last completed fiscal year is based;

(b) the relationship of such compensation to the Company's performance; and
(c) the Compensation Committee's executive compensation policies applicable to executive officers.

- The Compensation Committee shall act as Administrator (as defined therein) of the 1999 Stock Plan, 2004 Equity Incentive Plan, 2004 Employee Stock Purchase Plan and any subsequent employee benefit plans adopted and approved by the Company's Board and stockholders, if appropriate, other than the 401(k) which it is expressly not responsible for and is administered by a separate entity or persons. In its administration of the plans, the Compensation Committee may, pursuant to authority delegated by the Board (i) grant stock options or stock purchase rights or other equity awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder, as long as the Compensation Committee is comprised entirely of "non-employee directors," as such term is defined in Rule 16b-3(b)(3)(i) promulgated under the Exchange Act), and (ii) amend such stock options or stock purchase rights or other equity awards. The Compensation Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.
- The Compensation Committee may review and make recommendations to the Board regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company.
- The Compensation Committee may authorize the repurchase of shares from terminated employees pursuant to applicable law.
- The Compensation Committee may form and delegate authority to subcommittees when appropriate.
- The Compensation Committee shall make regular reports to the Board.
- The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used by the Company to assist in the evaluation of CEO or executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- The Compensation Committee shall review the adequacy and form of compensation (including equity compensation) for members of the Board, and committees thereof, to ensure the compensation realistically reflects the responsibilities and risk involved in being an effective director and either

establish such compensation levels or make recommendations to the Board regarding such compensation.

- The Compensation Committee shall review any issues concerning the legal compliance and maintenance of the Company's employee benefit plans.
- The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

MEETINGS:

It is anticipated that the Compensation Committee will meet at least two (2) times each year. However, the Compensation Committee may meet as often as it determines.

At a minimum of one of such meetings annually, the Compensation Committee will consider stock plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package.

MINUTES:

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS:

In addition to preparing the annual report on executive compensation to be included in the Company's proxy statement in accordance with the rules and regulations of the Securities and Exchange Commission, the Compensation Committee will summarize its reviews, findings and recommendations to the Board as may be appropriate, consistent with the Compensation Committee's charter.

COMPENSATION:

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members, as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Compensation Committee may not receive any compensation from the Company except the fees that they receive for service as members of the Board or any committee thereof.

Adopted June 18, 2004